

CONCORDIA UNIVERSITY
MINUTES OF THE OPEN SESSION
OF THE MEETING OF THE BOARD OF GOVERNORS

Held on Wednesday, June 19, 2002, immediately following the Closed Session,
in Room GM 407-1, SGW Campus

Attendance

Present: Mrs. Lillian Vineberg, *Chairwoman*, Dr. Steven Appelbaum, Ms. Barbara Barclay, Ms. Joanne Beaudoin, Mr. Patrice Blais, Dr. William Byers, Mr. Charles G. Cavell, Dr. June Chaikelson, Mr. Howard Davidson, Dr. Terrill Fancott, Me Pierre Frégeau, *Observer*, Ms. Nicole Fauré, Mr. Leo Goldfarb, Mr. George Hanna, Dr. Christine Jourdan, Mrs. Judith Kavanagh, Mr. Peter Kruyt, Mr. Ronald Lawless, Ms. Christine Lengvari, Dr. Loren Lerner, Dr. Frederick Lowy, *Rector and Vice-Chancellor*, Mr. Rocci Luppicini, Sister Eileen McIlwaine Ph.D., Mr. John Parisella, *Vice-Chairman*, Mr. Richard Renaud, *Vice-Chairman*, Mrs. Miriam Roland, Ms. Sabrina Stea, Mr. Ivan Velan, Mr. Jonathan Wener

Officers of the University: Prof. Marcel Danis, Mr. Michael Di Grappa, Mr. Larry English, Dr. Jack Lightstone

Absent: Ms. Cristelle Basmaji, Mr. Alain Benedetti, Mr. Alex Carpini, Me Rita de Santis, Mr. Brian Edwards, Mr. Paul Kefalas, Mrs. Hazel Mah, Mr. Eric Molson, *Chancellor*, Mr. Sami Nazzal, Mr. Alex G. Potter, Mr. Jacques St-Laurent, Mrs. Mackie Vadacchino de Massy

Guests: Me Bram Freedman (Assistant Secretary General and General Counsel), Mr. Garry Milton (Executive Director, Rector's Cabinet)

Documents associated with the Minutes

BG-2002-6-D10	Sundry fees report for 2001-2002
BG-2002-6-D11	Memo from the Dean of Students regarding the GSA Health and Dental Plan
BG-2002-6-D12	Minutes of the Executive Committee meeting of May 27, 2002 regarding the swap agreement
BG-2002-6-D13	Capital Budget for 2002-2003
BG-2002-6-D14	Consolidated version of the banking resolution with respect to the Bank of Montreal
BG-2002-6-D15	Letter from Ministry of Education regarding long-term borrowing of \$60 million
BG-2002-6-D16	Excerpt of the minutes of the Benefits Committee and summary of changes to the Concordia University pension plan text
BG-2002-6-D17	Revised pension plan for the employees of Concordia University

BG-2002-6-D18	Memo regarding the proposal to establish a senior administrative research-related position
BG-2002-6-D19	Memo from the Dean of Students regarding the Concordia Walksafe program
BG-2002-6-D20	Memo from the Secretary of the Board of Governors outlining proposed changes to the University By-Laws
BG-2002-6-D21	Proposed revised University By-Laws
BG-2002-6-D22	Memo from the Secretary of the Board of Governors regarding Senate's recommendation on a proposed amendment to the University Mission Statement
BG-2002-6-D23	Documents regarding eConcordia.com, including a draft trade-name licence agreement
BG-2002-6-D24	Memo from the Secretary of the Board of Governors regarding a recommendation of the Executive Committee with respect to permanent evaluation procedures for incumbent senior administrators

1. Call to Order

The Open Session was called to order at 8:45 a.m.

1.1 Chairwoman's remarks

Mrs. Vineberg reported the following which occurred during Closed Session:

1. Upon recommendation of the Advisory Search Committee, the appointment of Dr. Elizabeth Saccá as Dean of Graduate Studies, for a five-year term commencing on September 1, 2002 and ending on May 31, 2007.
2. The election of the following persons to the Corporation and Board of Governors of Concordia University, as of June 30, 2002:

Mr. Chae Dickie-Clark and Ms. Sabine Friesinger, undergraduate student representatives;
Me Gerald Burke, SGW Alumni representative;
Mr. Alexander Carpini, re-elected as Loyola Alumni representative;
Mr. Peter McAuslan, Concordia Alumni representative;
Mr. Desmond O'Neill, staff representative;
Mr. Alain Benedetti, Mr. Charles Cavell, Me Rita de Santis, Mr. Leo Goldfarb and Mr. Richard Renaud, re-elected as community-at-large representatives; and
Mr. Normand Beauchamp, Mr. Baljit Chadha and Ms. Suzanne Gouin, newly elected representatives of the community-at-large.
3. Mr. Pierre Fréreau informed Governors of his re-appointment by the part-time faculty association, for another two-year term, as Observer.

The Chairwoman conveyed her appreciation for their participation and contribution to the Board and the University as a whole as well as her best wishes to departing

Governors Joanne Beaudoin, Nicole Fauré, Barbara Barclay, Patrice Blais, Sabrina Stea, Sami Nazzal, Cristelle Basmaji, Hazel Mah, Paul Kefalas and Ronald Lawless. She specified that the three latter retiring community-at-large Governors, namely Mrs. Mah, Messrs. Kefalas and Lawless, had been appointed as members of the *Associates of the Chancellor*.

She closed her remarks by stating that Mr. Ronald Lawless, one of the longest serving Board members, had also been awarded the title of *Governor Emeritus* and appointed a lifetime member of the Corporation, in recognition of his distinguished service to the University. A ceremony in his honor will be held at the November dinner meeting.

1.2 Approval of the Agenda

Upon motion duly moved and seconded (Fauré, Barclay), it was unanimously RESOLVED:

R2002-62 *THAT the Agenda be approved as submitted.*

1.3 Approval of the Minutes of the Open Session of the previous meeting (May 15, 2002)

Upon motion duly moved and seconded (McIlwaine, Blais), it was unanimously RESOLVED:

R2002-63 *THAT the Minutes of the Open Session of the previous regular meeting of the Board, held May 15, 2002, be approved.*

2. Business arising from the Minutes not included on the Agenda

There was no business arising from the Minutes.

3. Sundry fees report for 2001-2002

As required by resolution R2001-3, Dr. Lowy reported on the approval of sundry fee increases by the Rector's Cabinet during the 2001-2002 academic year, all of which are detailed in document BG-2002-6-D10.

4. Graduate Students Association (GSA) fee

Upon motion duly moved and seconded (Luppicini, Renaud), it was unanimously RESOLVED:

R2002-64 *WHEREAS Concordia University currently collects a premium of \$168.00 per year on behalf of the Graduate Students' Association for the GSA Student Health and Dental Plan; and*

WHEREAS further to a referendum held in April 2001 at which time all graduate students were polled in accordance with the GSA constitution, and voted in favor of

giving the GSA the authority to adjust the premium, be it an increase or a decrease, by no more than 10% per year; and

WHEREAS pursuant to the aforementioned referendum, negotiation of health and dental care for the 2001/2002 academic year resulted in no fee increase despite an increase in health care plan benefits; and

WHEREAS pursuant to the aforementioned referendum, the rising costs of health and dental care may make it necessary to increase the premium by 10% to maintain the integrity of the plan benefits;

BE IT RESOLVED:

THAT the Board of Governors authorize the University to adjust the GSA Student Health and Dental Plan premium annually, be it an increase or a decrease, by no more than 10% per year, beginning with registration for the Fall term of 2002 (2002/2).

5. Ratification of the decision made by the Executive Committee regarding a swap agreement

Upon motion duly moved and seconded (Renaud, Hanna), it was unanimously RESOLVED:

R2002-65 *THAT the Board of Governors ratify the May 27, 2002 decision of the Executive Committee regarding a swap agreement between Concordia University and the Government of Quebec, as outlined in Document BG-2002-6-D12.*

6. Approval of the 2002-2003 Capital Budget

Upon motion duly moved and seconded (Hanna, Goldfarb), it was unanimously RESOLVED:

R2002-66 *THAT on the recommendation of Senate and that of the Budget Committee, the Board of Governors approve the Capital Budget for 2002-2003, as outlined in Document BG-2002-6-D13.*

7. Amendment to the banking resolution with respect to the Bank of Montreal

Upon motion duly moved and seconded (Lowy, Fauré), it was unanimously RESOLVED:

R2002-67 *WHEREAS the Board of Governors adopted a banking resolution with respect to the Bank of Montreal at its meeting of June 21, 1995 as amended on October 16, 1996 and August 7, 1996; and*

WHEREAS the University has since established the position of Controller;

BE IT RESOLVED:

*THAT Article 2 of the banking resolution be amended to include this position and shall read as follows: "THAT for all accounts, any two of the Rector, the Vice-Rectors, the Secretary-General, the Chief Financial Officer, **the Controller**, the Director of Accounting Operations, the Director, Budget Planning and Control, the Manager, Processes, Systems and Policies and the Manager, Research Funds be authorized for and on behalf of the University..."*

8. Borrowing of \$60 million

Upon motion duly moved and seconded (Hanna, Renaud), it was unanimously RESOLVED:

R2002-68 *THAT a loan in an amount not exceeding \$60,000,000 be contracted by the University subject to receiving the required authorizations from the Minister of Education in accordance with one of the two following methods:*

- A) *by mandating the Minister of Finance of Quebec to represent the University and to act on its behalf and in its name for the following purposes:*
 - a) *to invest this loan in the form of one or more bond issues;*
 - b) *to negotiate the terms and conditions of the loan;*
 - c) *to designate a trust company, to act as trustee on behalf of the bond holders, a legal counsel and a printer;*
 - d) *to negotiate the cost of retaining the services of the trust company, the legal counsel and the printer thus designated; or*
- B) *by contracting this loan with Financement-Québec;*

THAT a request be made to the Minister of Education to approve, in the name of the government, a subsidy from the credits voted annually for such purpose by the Parliament to provide for the payment of principal and interest on the said loan;

THAT, in so far as the loan shall be effected by a bond issue, the University guarantee the loan by transferring the assets in trust evidencing the debt which the subsidy granted by the Minister of Education represents, such assets in trust being held by the trust company for the benefit of the bond holders;

THAT, in so far as the loan is contracted with Financement-Québec, the University guarantees the loan by means of a movable hypothec without delivery in favor of Financement-Québec and referring to the above subsidy;

THAT Frederick Lowy, Rector, and Larry English, Chief Financial Officer, provided they shall act jointly, be and are hereby authorized in the name of the University to give effect to all the clauses and guarantees not substantially incompatible herewith, to receive the net proceeds of the loan, or as applicable, to grant that it be received by the trust company and to give good and valid release, to do all acts and to sign all documents necessary or useful to give full effect hereto.

THAT the present resolution replace all previously adopted resolutions adopted for the same purposes.

9. Recommendation of the Employee Benefits Committee regarding the revision of the pension plan text

Mr. Lawless, the Chair of the Employee Benefits Committee, apprised the Board that virtually all the amendments were being made to satisfy the requirements of the *Quebec Supplemental Pensions Plan Act*.

Upon motion duly moved and seconded (Lawless, Kavanagh), it was unanimously RESOLVED:

R2002-69 *THAT the text of the Concordia University Employees Pension Plan be amended as set out in Document BG-2002-6-D17.*

10. Proposal to establish a senior administrative research-related position

Dr. Lowy mentioned that while Concordia had experienced strides in its academic success, progress still needed to be made in the area of research, particularly funded research. He reminded the Board that Concordia's founding institutions, Loyola College and Sir George Williams University, had focused mainly on teaching, and in the earlier Concordia years, efforts had been made to enhance its research profile.

However, given Concordia's size, a relative weakness remains in the area of research. Therefore, we must move more vigorously in the areas of research promotion and facilitation. To achieve this end, it had been determined that the graduate studies and research portfolios were too intensive and time-consuming for one office to handle effectively. As a result, further to consultation and discussion at various academic levels (Faculty Councils, Senate Steering Committee and Senate), it had been decided to split the position of the former Dean of Graduate Studies and Research to that of Dean of Graduate Studies and that of a Chief Research Officer, whose title had yet to be determined.

Following the aforementioned consultation, Rector's Cabinet's majority view was that the title of that position should be Vice-Provost, Research, and in French, Vice-recteur à la recherche. It was felt that this title would give the position the credibility it needs externally when dealing with counterparts at other universities.

Upon motion duly moved and seconded (Lowy, Fancott), it was unanimously RESOLVED:

R2002-70 *WHEREAS a University-wide consultation on the establishment of a senior administrative research-related position has been conducted; and*

WHEREAS both Senate and the Rector's Cabinet have recommended the creation of such a position;

BE IT RESOLVED:

THAT the Board of Governors approve the establishment of the position of Vice-Provost, Research, and in French, Vice-recteur à la recherche, as set out in Document BG-2002-6-D-18; and

THAT the title for the position of Provost and Vice-Rector, Research be amended to that of Provost, and in French, Vice-recteur exécutif aux affaires académiques.

11. Concordia Walksafe

It was agreed to defer this item to a subsequent meeting.

12. Amendment to the University By-Laws

As required by Article 46 of the By-Laws, a written notice of motion was forwarded by the Secretary of the Board to all Governors on May 30, 2002 together with the proposed amendments to the By-Laws. The By-Laws had been reviewed by Senate and were now being submitted for the Board's approval. Governors made the following comments on the proposed amendments:

Articles 6 a) and 17 a)

Dr. Byers pointed out that not allowing faculty members who are on sabbatical leave to sit on the Board is a radical change from previous Board practice. He felt that this should not apply when the leave period is short. Me Freedman responded that the Board had no official policy up to now. Therefore, decisions had been made on an ad hoc basis. This text was an attempt to put some consistency into the practice. While being sympathetic to Dr. Byers's point of view, Dr. Lightstone reminded the Board that the purpose of a sabbatical is to devote the entire time to research. Dr. Appelbaum opined that the proposal was somewhat rigid, while adding that it is more common for faculty members to take a six-month leave. He called for flexibility to take into account the different types of sabbatical leaves.

Articles 6 b), 17 b) and 43 b)

Mr. Blais drew attention to a letter from the CSU Council of Representatives that had been distributed at the meeting, in which CSU Chairperson Omar Badawi and CSU President Sabine Friesinger made a plea to the Board to consider allowing independent students to sit on Senate and the Board. Ms. Stea added her view that it was also unfair to exclude students in failed or conditional standing from those bodies. In response to those comments, Me Freedman apprised the Board that there had been extensive debate on these issues at Senate, and the proposal to include those students had been defeated.

Article 11

Sister McIlwaine pointed out that there was a mistake in the wording of that article and therefore the words “through g)” should be removed.

Article 12

Further to a question by Mr. Hanna regarding the mode of communication in article 12, it was agreed that the wording be tightened up in all articles dealing with the transmission of notice of meetings (articles 12, 23, and 46).

Article 15 e)

Ms. Beaudoin felt that the exclusion of any person reporting directly to any of the stated positions was too restrictive, thereby preventing a great number of senior level positions from sitting on the Board. As a result, she proposed that this article be amended to exclude only those staff members working within the office of the stated positions.

Article 44

Mr. Blais mentioned that the second paragraph with respect to the calling of special Senate meetings should be similar to the existing Board provision. As a result, it should be amended to add “or at the request of any five Voting members of Senate”.

Addition of the Vice-Provost, Research

Ms. Beaudoin also reminded the Board that the Vice-Provost, Research position should be added to the By-Laws, where necessary, since this position had been adopted earlier today the Board.

Following the above comments, Governors were asked to submit any other comments in writing to the Secretary of the Board. It was agreed that the By-Laws would be revised in accordance with the comments and resubmitted for the Board’s approval in the Fall.

13. Recommendation of Senate regarding an amendment to the University’s Mission Statement

Further to comments by Dr. Fancott and Mrs. Roland concerning the text of the mission statement, Dr. Lightstone pointed out that Senate had identified the need for a general overhaul since the current text of the statement was over ten years old. This endeavor will be undertaken by Senate in the Fall. In the meantime, it was suggested to approve the change proposed by Mr. St-Laurent.

Upon motion duly moved and seconded (Lowy, Fancott), it was unanimously RESOLVED:

R2002-71 *WHEREAS a community-wide consultation on the University Mission Statement has been conducted; and*

WHEREAS Senate has considered the comments received;

WHEREAS at its meeting of May 24, 2002, Senate opined that the absence of the notion of academic freedom in the mission statement was a lacuna which should be remedied immediately and agreed that it would conduct a thorough and extensive review of the statement in the fall 2002;

BE IT RESOLVED:

THAT on the recommendation of Senate, the Board of Governors approve the addition of the phrase "by fostering an environment of academic and pedagogical freedom" to the sentence in the second paragraph starting with "The University seeks to achieve this end...";

14. E-Concordia

Further to queries as well as concerns expressed by Dr. Byers regarding the ownership of the eConcordia material, the relationship between eConcordia and the University and Faculties, the approval process of the course content offered by eConcordia, it was agreed to postpone approval of this item until the Fall.

In the meantime, in response to Dr. Fancott's question, Dr. Lightstone assured Governors that this postponement would not impede on eConcordia's functioning. He added that eConcordia had been incorporated prior to the adoption of Policy SG-4 regarding the use of the Concordia name and other related insignia.

15. Recommendation of the Executive Committee regarding the report and recommendation from the Task Force to Review Permanent Evaluation Procedures for Incumbent Senior Administrators

This item was deferred to the meeting of the Board of Governors of September 18, 2002.

16. Reports on Concordia's compliance with certain legal obligations

16.1 Report on compliance with fiscal requirements

Chief Financial Officer Larry English reported he was satisfied with the procedures followed for computing and remitting taxes withheld from employees and employers' contributions as well as for GST and QST claims, and that the University had fully complied with its statutory fiscal obligations. A copy of his written report had been deposited with the Secretary of the Board of Governors.

16.2 Report on compliance with environmental legislation and health and safety regulations

Vice-Rector, Services Michael Di Grappa was pleased to inform Governors that there were no major problems or environmental health or safety issues since his last report. He added that the *Quarterly environmental health and safety report on due diligence* had been deposited with the Secretary of the Board of Governors.

17. Report of Standing Committees

17.1 Budget Committee (May 17, 2002)

Budget Committee Chair George Hanna indicated that there was nothing to report.

17.2 Real Estate Planning Committee (June 13, 2002)

Mr. Wener had reported during Closed Session.

18. Report of the Rector

Given the late hour, Dr. Lowy waived his report while conveying that the convocation address of the Honorary Doctorate recipient, Dr. Seamus Heaney, had been made available, copies of which were placed in front of the room for Governors to pick up.

19. Reports of the Vice-Rectors

19.1 Provost and Vice-Rector, Research

19.2 Vice-Rector, Services

19.3 Vice-Rector, Institutional Relations and Secretary-General

19.4 Chief Financial Officer

The aforementioned reports were waived.

20. Correspondence

There was no correspondence to report.

21. Any other business

There was no other business to bring before the Open Session meeting.

22. Date of next meeting

The next meeting will be held on September 18, 2002, at 8 a.m., on the SGW Campus.

23. Adjournment

The Open Session adjourned at 9:59 a.m.

Danielle Tessier
Secretary of the Board of Governors